

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In re:) Chapter 11 Case No. 20-10334-TPA

JOSEPH MARTIN THOMAS,) Related to Document No. 293
Debtor)

In re:) Chapter 11 Case No. 21-10118-TPA

2374 VILLAGE COMMON DRIVE, LLC,)
Debtor)

JOSEPH MARTIN THOMAS and 2374)
VILLAGE COMMON DRIVE, LLC,)
Movants)

vs.

WELLS FARGO BANK, NATIONAL)
ASSOCIATION; UNITED STATES OF)
AMERICA, SMALL BUSINESS)
ADMINISTRATION; ERIE COUNTY)
TAX CLAIM BUREAU; MILLCREEK)
TOWNSHIP TAX COLLECTOR;)
UNITED STATES OF AMERICA,)
INTERNAL REVENUE SERVICE;)
COMMONWEALTH OF)
PENNSYLVANIA, DEPARTMENT OF)
REVENUE; TIAA COMMERCIAL)
FINANCE, INC.; NORTHWEST)
SAVINGS BANK, NOW KNOWN AS)
NORTHWEST BANK; CORE ERIE)
MOB, L.P.; and JOSEPH C. KRAMER,)

Respondents

) **ORDER APPROVING JOINT
MOTION FOR BIDDING
PROCEDURES**

ORDER APPROVING BIDDING PROCEDURES

At Erie, in the Western District of Pennsylvania, upon consideration of the Debtors' Joint Motion to Approve Bidding Procedures, it appearing that (1) the Debtors have entered into an Asset Purchase Agreement dated March 5, 2021 (the "Asset Purchase Agreement") with Joseph C. Kramer ("BUYER") for Mr. Kramer to buy the assets described in the Asset Purchase

Agreement for total consideration in the amount of \$3,150,000, subject to higher offers at the time of the sale confirmation hearing; (2) the Debtors filed a joint motion for Bankruptcy Court approval of the sale, which will be scheduled for a sale confirmation hearing; (3) there is likely to be competitive bidding at the sale confirmation hearing; (4) the Debtors also filed a Joint Motion to Approve Bidding Procedures; and, notice of the hearing on the Debtors' Joint Motion to Approve Bidding Procedures was given to the interested parties as set forth in the Debtors' Certificate of Service duly filed;

IT IS HEREBY ORDERED that the bidding procedures are approved as follows:

(a) Bidders shall register with Guy C. Fustine, Esquire, Knox McLaughlin Gornall & Sennett, P.C., 120 West Tenth Street, Erie, Pennsylvania 16501, telephone number (814) 459-2800, fax number (814) 453-4530, email address gfustine@kmgslaw.com, at least three (3) calendar days prior to the sale hearing.

(b) In order to be eligible to bid at the sale hearing, i.e. be a "Qualified Bidder", prospective bidders shall provide Mr. Fustine with the following:

(i) A refundable, good faith deposit in the amount of \$100,000 by wire transfer, certified check or cashier's check made payable to Knox McLaughlin Gornall & Sennett, P.C., Escrow Agent;

(ii) An executed escrow agreement in a form reasonably satisfactory to the Escrow Agent, including a term that Mr. Fustine will return the deposit within two (2) business days if the Qualified Bidder making the deposit is not the high bidder at the sale confirmation hearing. In the event of a dispute as to the reasonableness of the escrow agreement, the Court will finally decide the issue.;

(iii) The name, address, contact person, telephone number, fax number, email address, and other relevant information of the person making the bid (and counsel) or the

owner of the entity making the bid, as the case may be, and the same information of the person who will be attending the sale confirmation hearing and submitting the bid or bids; and,

(iv) Sufficient evidence that the prospective bidder has immediately available cash to close the transaction, without any financing contingency, in the event that it/he/she is the high bidder.

(c) All bids at the sale confirmation hearing must be made, and can only be made, by a Qualified Bidder.

(d) Except as provided hereinbelow at subparagraph (i), only bids which conform in substance and procedure with the Agreement between the Debtors and Joseph C. Kramer shall be allowed at the sale confirmation hearing. For example, bids including a financing contingency or requiring additional time for due diligence shall not be allowed at the sale confirmation hearing.

(e) The first higher bid at the sale confirmation hearing must be at least \$50,000 more in total consideration to be paid at closing than is provided for in the Agreement, i.e. \$3,200,000 would be the minimum first higher bid at the sale confirmation hearing for both parcels ($\$3,150,000 + \$50,000 = \$3,200,000$), and each incremental bid thereafter must be at least \$10,000 more than the previous bid.

(f) If such a higher bid is made by a Qualified Bidder at the sale confirmation hearing, the Bankruptcy Court will deny the Debtors' joint motion to approve the proposed sale to Mr. Kramer and hold a public auction there and then.

(g) Mr. Kramer shall have the opportunity to raise his offer in response to any higher bid at the sale confirmation hearing.

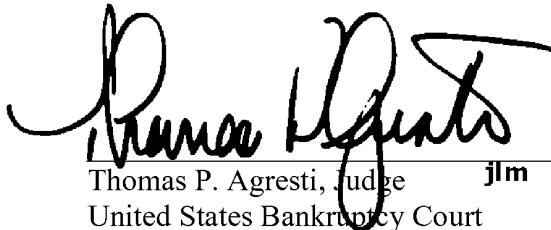
(h) If the high bidder at the sale confirmation hearing does not close, the Debtors shall have the right, but not the obligation, to close the sale with the second highest bidder at the sale confirmation hearing.

(i) If there are bidders who are interested in only one of the parcels for sale and not the Property as a whole, the Court may take separate bids for each parcel and then decide whether the total of the separate bids or the package bid is the best value for the estate. Mr. Kramer shall have the opportunity to participate in such an auction.

IT IS FURTHER ORDERED that the Debtors shall serve a copy of this Order upon all Respondents, attorneys of record and all parties who have shown any interest whatsoever in making a bid on the assets for sale.

Dated: March 26, 2021

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Thomas P. Agresti, Judge
United States Bankruptcy Court

JLM

In re:
Joseph Martin Thomas
Debtor

Case No. 20-10334-TPA
Chapter 11

District/off: 0315-1
Date Rcvd: Mar 26, 2021

User: culy
Form ID: pdf900

Page 1 of 2
Total Noticed: 1

The following symbols are used throughout this certificate:

Symbol Definition

+ Addresses marked '+' were corrected by inserting the ZIP, adding the last four digits to complete the zip +4, or replacing an incorrect ZIP. USPS regulations require that automation-compatible mail display the correct ZIP.

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 28, 2021:

Recip ID	Recipient Name and Address
db	+ Joseph Martin Thomas, c/o Tri-State Pain Institute, 2374 Village Common Drive, Erie, PA 16506-7201

TOTAL: 1

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
Electronic transmission includes sending notices via email (Email/text and Email/PDF), and electronic data interchange (EDI).

NONE

BYPASSED RECIPIENTS

The following addresses were not sent this bankruptcy notice due to an undeliverable address, *duplicate of an address listed above, *P duplicate of a preferred address, or ## out of date forwarding orders with USPS.

NONE

NOTICE CERTIFICATION

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed .R. Bank. P.2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 28, 2021

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 26, 2021 at the address(es) listed below:

Name	Email Address
Andrew F Gornall	on behalf of Interested Party Barbara Noonan andygornall@latouflawfirm.com
Brian Nicholas	on behalf of Creditor PNC BANK NATIONAL ASSOCIATION bnicholas@kmllawgroup.com
Crystal H. Thornton-Illar	on behalf of Creditor The Kada Gallery cThornton-Illar@leechtishman.com bankruptcy@leechtishman.com;mproden@leechtishman.com;thornton-illarcr81012@notify.bestcase.com
Gary V. Skiba	on behalf of Interested Party Tri-State Pain Institute LLC gskiba@marshlaw.com, DGeniesse@marshlaw.com;rose227@hotmail.com
Guy C. Fustine	on behalf of Creditor Official Committee of Unsecured Creditors for Tri-State Pain Institute LLC mwernicki@kmgslaw.com, knoxbank@hotmail.com,burban@kmgslaw.com,amulryan@kmgslaw.com

District/off: 0315-1

User: culy

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Date Rcvd: Mar 26, 2021

Form ID: pdf900

Total Noticed: 1

Jill Locnikar

on behalf of Creditor United States of America Small Business Administration jill.locnikar@usdoj.gov,
patricia.fitzgerald@usdoj.gov;caseview.ecf@usdoj.gov;kassi.horton@usdoj.gov

Lauren Michaels

on behalf of Creditor Office of Attorney General Department of Revenue lmichaels@attorneygeneral.gov

Mark G. Claypool

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tyowell@rgalegal.com;jromano@rgalegal.com

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Michael P. Kruszewski

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Norma Hildenbrand, on Behalf of the United States Trustee by

on behalf of U.S. Trustee Office of the United States Trustee Norma.L.Hildenbrand@usdoj.gov

Office of the United States Trustee

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Ronald B. Roteman

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Ronald B. Roteman

on behalf of Creditor Kay B. Ribbing rroteman@stonecipherlaw.com cbeard@stonecipherlaw.com

Salene R.M. Kraemer

on behalf of Creditor WELLS FARGO BANK N.A. skraemer@bernsteinlaw.com, salene@ecf.courtdrive.com

TOTAL: 17